

# UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

KENDOR P. JONES  
ASSISTANT EASTERN GENERAL COUNSEL

September 19, 1977

RECORDATION NO. 7554-C Filed & Recorded

Hon. H. G. Homme, Jr.,  
Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

SEP 22 1977-10 22 AM

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement, dated  
as of July 1, 1974, between Morgan  
Guaranty Trust Company of New York,  
Trustee, and Union Pacific Railroad  
Company, Recordation No. 7554, as  
amended by a Letter Agreement,  
dated July 8, 1974, Recordation  
No. 7554-A, and an Amendatory  
Agreement, dated as of April 1, 1975,  
Recordation No. 7554-B

Dear Sir:

I enclose herewith five executed counterparts  
of a Second Amendatory Agreement, dated as of September 1,  
1977, between Morgan Guaranty Trust Company of New York,  
Trustee, and Union Pacific Railroad Company, amending and  
supplementing the above-captioned Equipment Trust Agreement,  
as previously amended, between the parties.

After filing and recordation, Nos. 1 through 3  
of the enclosed counterparts should be returned to Kendor  
P. Jones, Esq., Assistant Eastern General Counsel, Union  
Pacific Railroad Company, 345 Park Avenue, New York, New  
York 10022, or given to the bearer of this letter.

The fee of \$10.00 for filing and recordation  
is enclosed herewith.

7-265A090  
NO.

Date SEP 22 1977

Fee \$ 10.00

Very truly yours,

Kendor P. Jones

KPJ:aw  
Enclosures

Washington, D. C.

**EXECUTED COUNTERPART**

*No. 5*

SECOND AMENDATORY AGREEMENT, DATED AS OF  
SEPTEMBER 1, 1977, BETWEEN MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE, AND  
UNION PACIFIC RAILROAD COMPANY

RECORDATION NO. *7554-C* Filed & Recorded

SEP 22 1977-10 30 AM

INTERSTATE COMMERCE COMMISSION

This SECOND AMENDATORY AGREEMENT, dated as of  
September 1, 1977, between MORGAN GUARANTY TRUST COMPANY OF  
NEW YORK, a New York trust company, as Trustee (hereinafter  
called the Trustee), and UNION PACIFIC RAILROAD COMPANY, a  
Utah corporation (hereinafter called the Company):

WITNESSETH:

WHEREAS, the Trustee and the Company have hereto-  
fore entered into an Equipment Trust Agreement, dated as of  
July 1, 1974, which was filed and recorded pursuant to  
Section 20c of the Interstate Commerce Act (hereinafter called  
the Act) on June 28, 1974, and assigned Recordation No. 7554;  
a Letter Agreement, dated July 8, 1974, amending such Equipment  
Trust Agreement, which was filed and recorded pursuant to  
Section 20c of the Act on July 17, 1974, and assigned  
Recordation No. 7554-A; and an Amendatory Agreement, dated  
as of April 1, 1975, amending such Equipment Trust Agreement,  
as amended, which was filed and recorded pursuant to Section 20c  
of the Act on April 17, 1975 and assigned Recordation No. 7554-B  
(such Equipment Trust Agreement, as so amended by such Letter  
Agreement and Amendatory Agreement, being hereinafter called  
the Agreement); and

WHEREAS, pursuant to the Agreement the Trustee has issued \$15,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 6 of 1974 Equipment Trust Certificates (hereinafter called the Trust Certificates); and

WHEREAS, Section 8.4 of the Agreement provides that the Company and the Trustee without the consent of the holders of the Trust Certificates then outstanding may from time to time and at any time enter into an agreement or agreements supplemental to the Agreement for the purpose of making any provisions in regard to matters or questions arising under the Agreement as shall not adversely affect the interests of the holders of the Trust Certificates then outstanding or the rights, duties or immunities of the Trustee; and

WHEREAS, the Company and the Trustee desire to execute and deliver this Second Amendatory Agreement for the purpose of amending the Description of Trust Equipment (hereinafter called the Description of Trust Equipment) set forth as Schedule A thereto, and such amendment will not adversely affect the interests of the holders of the Trust Certificates now outstanding or the rights, duties, or immunities of the Trustee;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto

agree that the Agreement be, and it hereby is, amended as follows:

1. There is hereby deleted from the Description of Trust Equipment the following reference:

25 3000-HP SD-40-2 Diesel electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 3263 to UP 3287, both inclusive..... \$355,000 \$ 8,875,000

2. There is hereby inserted in the Description of Trust Equipment the following reference:

25 3000-HP SD-40-2 Diesel electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 3275 to UP 3287, both inclusive, and UP 8023 to UP 8034, both inclusive..... \$355,000 \$ 8,875,000

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

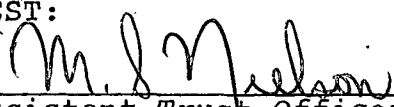
MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, as Trustee

(SEAL)

By: 

Trust Officer

ATTEST:


  
Assistant Trust Officer

(SEAL)

By: 

Vice President-Finance

ATTEST:

  
ASSISTANT Secretary

STATE OF NEW YORK           )  
                                  ) ss.:  
COUNTY OF NEW YORK        )

On this 14<sup>th</sup> day of September, 1977, before me personally appeared P. J. CROOKS, to me known, who, being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Signature)  
Notary Public

STATE OF NEW YORK           )  
                                  ) ss.:  
COUNTY OF NEW YORK        )

MAUREEN McSHANE  
NOTARY PUBLIC, State of New York  
No. 24-4649500  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires March 30, 1979



On this 1<sup>st</sup> day of September, 1977, before me personally appeared W. F. SURETTE, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Signature)  
Notary Public

Notary Public, State of New York  
No. 41-76853-5 Queens County  
Certificate filed in New York County

